

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>  <b>W. R. GRACE &amp; CO., a Delaware Corporation, <i>et al.</i>,</b>  <p style="text-align: center;"><b>Debtors.</b></p>	§ § § § § § § §	<b>Chapter 11</b>  <b>Jointly Administered</b> <b>Case No. 01-01139 (JKF)</b>  <b>Objection Deadline:</b> <b>March 2, 2006</b>
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**NOTICE OF MONTHLY FEE AND EXPENSE INVOICE**

**To: The Notice Parties Listed on Exhibit A hereto**

Name of Applicant: Warren H. Smith & Associates, P. C.

Authorized to Provide  
Professional Services to: The United States Bankruptcy Court

Date of Retention: March 18, 2002

Period for which compensation and/or  
reimbursement is sought: January 1, 2006 through January 31, 2006

Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:

		Requested		Paid	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
05/08/2002	March 1, 2002 – March 31, 2002	\$2,889.50	-0-	\$2,889.50	-0-
05/08/2002	April 1, 2002 – April 30, 2002	\$18,448.00	\$100.73	\$18,448.00	\$100.73
6/11/2002	May 1, 2002 – May 31, 2002	\$50,706.00	\$12.68	\$50,706.00	\$12.68
7/9/2002	June 1, 2002 – June 30, 2002	\$42,317.00	\$249.48	\$42,317.00	\$249.48

		Requested		Paid	
8/8/2002	July 1, 2002 – July 31, 2002	\$43,808.50	\$1,001.27	\$43,808.50	\$1,001.27
9/19/2002	August 1, 2002 – August 30, 2002	\$36,301.02	\$526.69	\$36,301.02	\$526.69
10/16/2002	September 1, 2002 – September 30, 2002	\$56,015.00	\$572.44	\$56,015.00	\$572.44
11/18/2002	October 1, 2002 – October 31, 2002	\$47,896.50	\$1,314.90	\$47,896.50	\$1,314.90
12/13/02	November 1, 2002 – November 30, 2002	\$41,540.00	\$1,286.94	\$41,540.00	\$1,286.94
1/21/03	December 1, 2002 – December 31, 2002	\$38,614.50	\$0.00	\$38,614.50	\$0.00
2/17/03	January 1, 2003 – January 31, 2003	\$44,241.50	\$623.83	\$44,241.50	\$623.83
3/20/03	February 1, 2003 – February 28, 2003	\$39,703.50	\$930.68	\$39,703.50	\$930.68
4/18/03	March 1, 2003 – March 31, 2003	\$18,866.00	\$76.67	\$18,866.00	\$76.67
05/27/03	April 1, 2003 – April 30, 2003	\$22,519.00	\$951.12	\$22,519.00	\$951.12
06/05/03	May 1, 2003 – May 31, 2003	\$11,912.50	\$79.98	\$11,912.50	\$79.98
07/08/03	June 1, 2003 – June 30, 2003	\$17,623.50	\$119.11	\$17,623.50	\$119.11
08/13/03	July 1, 2003 – July 31, 2003	\$12,802.50	\$642.74	\$12,802.50	\$642.74
09/15/03	August 1, 2003 – August 31, 2003	\$15,136.00	\$157.28	\$15,136.00	\$157.28
10/08/03	September 1, 2003– September 30, 2003	\$23,168.00	\$297.52	\$23,168.00	\$297.52
11/11/03	October 1, 2003 – October 31, 2003	\$5,107.00	\$547.19	\$5,107.00	\$547.19
12/10/03	November 1, 2003 – November 30, 2003	\$11,605.00	\$118.13	\$11,605.00	\$118.13
01/13/04	December 1, 2003 – December 31, 2003	\$10,316.50	\$157.39	\$10,316.50	\$157.39
02/12/04	January 1, 2004– January 31, 2004	\$10,599.00	\$56.54	\$10,599.00	\$56.54
03/08/04	February 1, 2004– February 29, 2004	\$12,038.50	\$369.90	\$12,038.50	\$369.90
04/08/04	March 1, 2004– March 31, 2004	\$7,875.50	\$216.00	\$7,875.50	\$216.00
05/07/04	April 1, 2004– April 30, 2004	\$9,795.00	\$972.93	\$9,795.00	\$972.93
06/07/04	May 1, 2004– May 31, 2004	\$22,386.00	\$91.40	\$22,386.00	\$91.40

		Requested		Paid	
07/07/04	June 1, 2004- June 30, 2004	\$17,039.00	\$486.07	\$17,039.00	\$486.07
08/09/04	July 1, 2004- July 31, 2004	\$24,443.00	\$47.38	\$24,443.00	\$47.38
09/09/04	August 1, 2004- August 31, 2004	\$14,092.50	\$262.91	\$14,092.50	\$262.91
10/07/04	September 1, 2004- September 30, 2004	\$2,201.00	\$259.75	\$2,201.00	\$259.75
11/08/04	October 1, 2004- October 31, 2004	\$28,560.00	\$30.75	\$28,560.00	\$30.75
12/09/04	November 1, 2004- November 30, 2004	\$11,232.50	\$70.70	\$11,232.50	\$70.70
01/12/05	December 1, 2004- December 31, 2004	\$10,131.00	\$475.46	\$10,131.00	\$475.46
02/09/05	January 1, 2005- January 31, 2005	\$16,727.00	\$105.75	\$16,727.00	\$105.75
03/09/05	February 1, 2005- February 28, 2005	\$26,860.00	\$32.33	\$26,860.00	\$32.33
04/08/05	March 1, 2005- March 31, 2005	\$13,638.50	\$538.66	\$13,638.50	\$538.66
05/06/05	April 1, 2005- April 30, 2005	\$5,078.00	\$129.68	\$5,078.00	\$129.68
06/09/05	May 1, 2005- May 31, 2005	\$24,677.50	\$32.04	\$24,677.50	\$32.04
07/08/05	June 1, 2005- June 30, 2005	\$12,057.50	\$156.81	\$9,646.00	\$156.81
08/08/05	July 1, 2005- July 31, 2005	\$13,649.00	\$665.39	\$10,919.20	\$665.39
09/08/05	August 1, 2005- August 31, 2005	\$19,686.00	\$0.00	\$15,748.80	\$0.00
10/13/05	September 1, 2005- September 30, 2005	\$19,931.00	\$0.00	\$15,944.80	\$0.00
11/10/05	October 1, 2005- October 31, 2005	\$21,781.00	\$334.60	\$17,424.80	\$334.60
12/12/05	November 1, 2005- November 30, 2005	\$22,727.50	\$427.55	\$18,182.00	\$427.55
1/9/06	December 1, 2005- December 31, 2005	\$10,335.00	\$0.00	Pending	Pending
<b>02/10/06</b>	<b>January 1, 2006- January 31, 2006</b>	<b>\$12,401.00</b>	<b>\$827.44</b>	<b>Pending</b>	<b>Pending</b>

PLEASE TAKE NOTICE that Warren H. Smith and Associates, P. C. (the "Applicant") has today filed this Notice of Monthly Fee and Expense Invoice for January 1, 2006 through January 31, 2006 (this "Monthly Fee Statement") pursuant to the Order Appointing Fee Auditor

and Establishing Related Procedures Concerning the Allowance and Payment of Compensation and Reimbursement of Expenses of Applicants and Consideration of Fee Applications (the "Fee Auditor Order).


PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before March 2, 2006 at 4:00 p.m. (prevailing Eastern Time) (The "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 5th Floor, 824 Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall certify in writing to the Debtors and Counsel to the Debtors that no objection, or an objection, has been filed with the Court relative to this Notice, whichever is applicable, after which the Debtors shall pay to the Professional an amount equal to the lesser of (i) 80 per cent of the fees and 100 percent of the expenses requested in this Monthly Fee Statement or (ii) 80 per cent of the fees and 100 percent of the expenses not subject to an objection. All fees and expenses in this Monthly Fee Statement will be included in the next interim application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objection at such time.

Dated: February 10, 2006

Respectfully submitted,

**WARREN H. SMITH & ASSOCIATES, P. C.**

By:   
Warren H. Smith  
State Bar No. 18757050


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(214) 698-3868  
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**FEE AUDITOR**

**CERTIFICATE OF SERVICE**

I, Warren H. Smith, certify that I am not less than 18 years of age, and that service of a copy of the attached *Notice of Monthly Fee and Expense Invoice* (for Warren H. Smith & Associates, P. C. for January, 2006) was made February 10, 2006, upon the Notice Parties identified as "Exhibit A" in the Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Allowance and Payment of Compensation and Reimbursement of expenses of Professionals and Members of Official Committees and Consideration of Fee Applications (as modified) via email, or by hand delivery to those Parties located in Wilmington, Delaware.

Under penalty of perjury, I declare that the foregoing is true and correct.

  
Warren H. Smith

**Exhibit A**

**Notice of Parties**

**The Debtors**

David B. Siegel, Esquire  
Sr. V.P. and Gen. Counsel  
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**The Office of the United States Trustee**

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